

2550 Golf Road
Rolling Meadows, IL 60008

Telephone: 312/640-7000



5-015A031

No.

Date JAN 15 1985

Fee \$ 10.00

ICC Washington, D.C.

REGISTRATION NO. 13889-A FILED 1225

JAN 15 1985 -3 20 PM

INTERSTATE COMMERCE COMMISSION

December 1, 1984

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Secretary:

Pursuant to 49 U.S.C. §11303 and the rules and regulations promulgated thereunder, as amended, we hand you herewith for filing five fully executed counterparts of that certain First Amendment to Equipment Mortgage and Assignment of Leases dated as of December 1, 1984. The parties to the First Amendment to Equipment Mortgage and Assignment of Leases are:

Debtor: Evans Railcar Leasing Company
The East Tower, Suite 1000
2550 Golf Road
Rolling Meadows, Illinois 60008

Secured
Party: Marubeni America Corporation
200 Park Avenue
New York, New York 10166

A description of the equipment and leases covered by the First Amendment to Equipment Mortgage and Assignment of Leases are attached hereto as Exhibits A and B.

The enclosed First Amendment to Equipment Mortgage and Assignment of Leases relates to that certain Equipment Mortgage and Assignment of Leases dated as of December 15, 1983 and recorded with Interstate Commerce Commission on December 30, 1982 as ICC Recordation No. 13889. Accordingly, we request that the First Amendment to Equipment Mortgage and Assignment of Leases be filed as a subfiling under that number.

Counterparts - C.T. Koppeler

Secretary
Interstate Commerce Commission

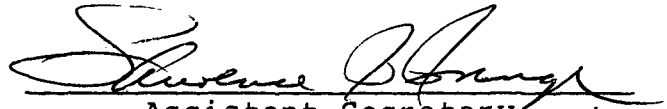
December 1, 1984
Page Two

Enclosed herewith is a check in the amount of \$10.00 in payment of the applicable recording fees.

Since these documents are being delivered to you by hand, we would appreciate it if you would return to the bearer the duly stamped counterparts of the First Amendment to Equipment Mortgage and Assignment of Leases not required to be kept by you, or, if it is not possible to return them to the bearer, send them to: Mr. Ronald M. Neifield, Rosenthal and Schanfield, 55 East Monroe Street, Suite 4620, Chicago, Illinois 60603.

Very truly yours,

EVANS RAILCAR LEASING COMPANY


Assistant Secretary

Enclosures

EXHIBIT A
ISSUE AW
PRIOR CAR NUMBERS

<u>TYPE OF CAR</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>LEASE DATE</u>	<u>SCHEDULE NO.</u>	<u>SCHEDULE DATE</u>	<u>TERM (YEARS)</u>	<u>CAR NUMBERS (BOTH INCLUSIVE)</u>	<u>CAR I.D.</u>
3,000 Cu. Ft. 100-Ton Covered Hopper Cars	23	Columbus and Greenville Railway Company	8/13/81	2	11/9/81	5	CAGY 375-383, 385-386, 388-399	40534-40542 40544-40545 40547-40558
4,780 Cu. Ft. Covered Hopper Cars	42	Interail Inc.	8/30/84	N/A	N/A	15	NOKL 3700 3702 3704 3707 3711 3714-3716 3718 3721-3722 3725 3728 3731-3732 3737 3739 3742-3743 3748 3751 3753 3755-3757 3764-3765 3767 3769-3771 3773 3777 3779-3780 3782 3789 3792-3794 3796 3798	38075 38079 38082-38083 38085 38088-38089 38468 38470 38473 38475 38544 38547 38550 38555-38556 38559-38560 38565 38568 38570 38572-38574 38581-38582 38584 38586-38588 38590 38594 38596-38597 38599 38606 38609-38611 38613 38615 38847

EXHIBIT B
ISSUE AW
CURRENT CAR NUMBERS

<u>TYPE OF CAR</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>LEASE DATE</u>	<u>SCHEDULE NO.</u>	<u>SCHEDULE DATE</u>	<u>TERM (YEARS)</u>	<u>CAR NUMBERS (BOTH INCLUSIVE)</u>	<u>CAR I.D.</u>
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3,000 Cu. Ft 100-Ton Covered Hopper Cars	1	Blue Circle Incorporated	11/9/76	2	7/20/83	1	ERLX 202	40536

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1/15/85

Interstate Commerce Commission
Washington, D.C. 20423

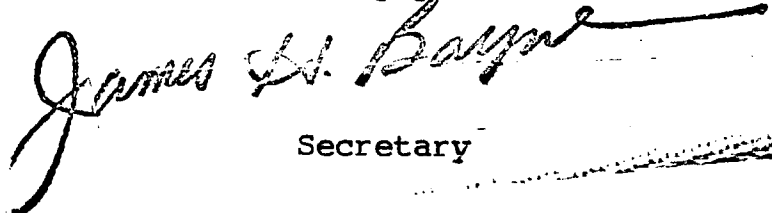
OFFICE OF THE SECRETARY

Ronald M Neifield
Rosenthal & Schanfield
55 East Monroe St.
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/15/85 at 3:20pm and assigned re-recording number(s). 13889-A

Sincerely yours,


Secretary

Enclosure(s)

RECORDATION NO. 13889-A
Filed 1425

JAN 15 1985 - 7 12 PM

INTERSTATE COMMERCE COMMISSION

FIRST AMENDMENT TO EQUIPMENT
MORTGAGE AND ASSIGNMENT OF LEASES

FIRST AMENDMENT TO EQUIPMENT MORTGAGE AND ASSIGN-
MENT OF LEASES dated as of December 1, 1984 is by and
between Evans Railcar Leasing Company, an Illinois corpo-
ration ("Mortgagor"), and MARUBENI AMERICA CORPORATION, a
New York corporation ("Mortgagee").

WITNESSETH, that

WHEREAS, Mortgagor has heretofore executed and de-
livered to Mortgagee that certain Equipment Mortgage and
Assignment of Leases dated as of December 15, 1982 and
recorded with the Interstate Commerce Commission ("ICC") on
December 30, 1982 as Recordation No. 13889 and filed in the
Office of the Registrar General of Canada on January 11,
1983 (the "Equipment Mortgage") to secure the obligations of
Mortgagor pursuant to that certain Sales Agreement dated as
of December 15, 1982 by and among Mortgagor, Mortgagee,
Evans Transportation Company and Marubeni Corporation; and

WHEREAS, pursuant to Section 1.8 of the Equipment
Mortgage the parties desire to amend Schedule 1 to the
Equipment Mortgage in order to reflect changes in the car
reporting marks of certain of the Equipment (as defined in
the Equipment Mortgage).

NOW, THEREFORE, in consideration of the premises
herein contained and of \$10.00 and other good and valuable

consideration paid by Mortgagor to Mortgagee, the receipt and sufficiency of which are hereby acknowledged, it is agreed as follows:

AGREEMENT

1. Schedule I to the Equipment Mortgage is hereby amended by deleting therefrom the Equipment listed on Exhibit A hereto.

2. Schedule I to the Equipment Mortgage is hereby amended by adding thereto the Equipment listed on Exhibit B hereto.

3. Except as hereby amended the Equipment Mortgage remains in full force and effect, and the Equipment Mortgage, as hereby amended, is ratified, confirmed and approved.

IN WITNESS WHEREOF, the parties have caused this First Amendment to be executed by their respective authorized officers as of the date first above written.

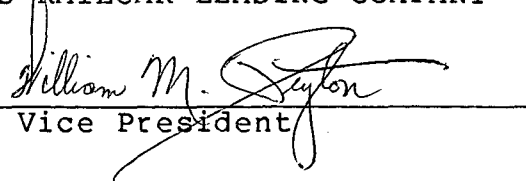
MARUBENI AMERICA CORPORATION

By: _____


Vice President

EVANS RAILCAR LEASING COMPANY

By: _____


Vice President

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

I, Harue O. Midtmoen, a Notary Public in and for the County and State aforesaid, do hereby certify that TSUNEO DAINAKA Vice President of Marubeni America Corporation ("Company"), a New York corporation, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Vice President, appeared before me in person and acknowledged that he signed and delivered the said instrument on the 7th day of January, 1985 as his own free and voluntary act, and as the free and voluntary act of said Company, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 7th day of January, 1985.


Notary Public

My Commission Expires:

HARUE O. MIDTMOEN
Notary Public, State of New York
No. 31-2691730
Qualified in New York County
Commission Expires March 30, 1985

STATE OF)
) SS
COUNTY OF)

I, Janette Benedetto, a Notary Public in and for the County and State aforesaid, do hereby certify that William M. Peyton, Vice President of Evans Railcar Leasing Company, an Illinois corporation, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Vice President, appeared before me in person and acknowledged that he signed and delivered the said instrument on the 19th day of December 1984 as his own free and voluntary act and as the free and voluntary act of said corporation for the uses and purposes therein set forth.

Given under my hand and notarial seal this 20th day of December, 1984.

Janette C. Benedetto
Notary Public

My Commission Expires:

My Commission Expires July 25, 1987,

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